IVI-IPO CONSTITUTION

As Amended October 1, 2009

ARTICLE ONE. NAME AND PURPOSE.

Sec. 1. This organization shall be known as the Independent Voters of Illinois-Independent Precinct Organization (IVI-IPO).

Sec. 2. Purpose

a. We believe that those who are affected by the decisions of government must be consulted by those who govern. It is the right of citizens to have access to the instruments of power; it is their duty to learn to use them effectively and wisely. We seek to elect to public office men and women who will serve with wisdom and imagination, while remaining responsive to those who gave them office. We seek to build a citizenry confident in this capacity to select its leaders and to take part in the making of public policy.

The IVI-IPO seeks to achieve this program for the community at large by means of broadly based citizen involvement in the political process. We will serve to make visible a political community which is at once energetic and humane. All who have a stake in our decisions will participate in making them; all who participate will share the responsibility for implementation. By fostering responsible citizen participation in public affairs, by promoting fresh, responsive and democratic political leadership, by demonstrating in our ways of work the wisdom of popular democracy, we seek to bring about a new political order in our community.

b. Towards these ends, the IVI-IPO will seek:

To inform the people of Illinois upon political issues;
To educate ourselves and others upon problems of legislation, administration and political leadership;
To organize for and to engage in political action;
To nominate and to elect qualified candidates to public office;
To mobilize the IVI-IPO in support of democratic objectives through constitutional means;
To insure the honest and impartial conduct of elections and voter registration and investigate election fraud;
To the end that we may increase the measure of freedom, security and justice for all.

ARTICLE TWO. MEMBERSHIP.

Sec. 1 Any person who subscribes to and supports the principles and objectives of this organization may apply for membership in the IVI-IPO. Upon application and payment of dues, the applicant shall be a member of the IVI-IPO. Only those persons who are and have been IVI-IPO members for at least 60 days and whose dues are fully paid shall be entitled to vote in internal elections and for other non-endorsement matters. Only thosepersons who are and have been IVI-IPO members for at least 180 days prior to an election may vote for endorsements in that election.
(Effective 2-3-2010)

Sec. 2 The Board of Directors may expel a member of IVI-IPO if, after notice and a hearing, the Board, at a meeting at which quorum is present and for which the expulsion motion has been placed on the agenda mailed to all Board members, as well as to the member in question, at least 7 days prior to the meeting, votes by a 3/4 majority of those present and voting to expel that member for one or more of the following reasons and no other:

a. The member has repeatedly disrupted meetings of the organization, whether committee meetings, chapter meetings, endorsement sessions or Board meetings.

b. The member has claimed to represent IVI-IPO to other organizations or individuals without specific authority of the IVI-IPO Board or, where applicable, the IVI-IPO Steering Committee.

c. The member has stolen or converted funds or property belonging to the IVI-IPO.

This provision shall not apply in any way to "discipline" IVI-IPO members who simply disagree with endorsements, policies of the organization or with particular officers or committee chairs.

Any member so expelled is not eligible to reapply for membership for one year, at which time the Board of Directors may, by a majority of those present and voting at a meeting which a quorum is present, vote to accept the membership application. Individuals expelled from IVI-IPO for disruptive behavior lose the right to be present at any meeting under the auspices of IVI-IPO, except to appear to petition the Board to accept them back into membership after the prescribed one year time lapse.

Sec. 3 A member whose dues remain unpaid for 30 days shall be considered delinquent. 90 days after notification has been sent to that person, he or she shall cease to be a member of IVI-IPO.

Sec. 4 There shall be no discrimination on the basis of race, color, creed, religion, age, national origin, sex, or sexual preference in any matter concerning IVI-IPO.

Sec. 5. There shall be at least two categories of membership for the purpose of setting the amount of dues to be paid by members, taking into account economic factors, including but not limited to, special rates for students, senior citizens, families, and lower income individuals. The Board of Directors may designate other categories of membership where appropriate.

ARTICLE THREE. BOARD OF DIRECTORS.

Sec. 1
a. The property, funds of the IVI-IPO shall be managed by the Board of Directors.

b. The membership list of IVI-IPO is the property of IVI-IPO. Notwithstanding any other provision of the Constitution which may be to the contrary, the Board of Directors has the sole and final authority over the use and distribution of the membership list.

Sec. 2. The Board of Directors shall consist of the following classes of members, all of whom shall be IVI-IPO members in good standing:

a. General Officers: The Chairperson, Administrative Vice-Chair, Program Vice-Chair, Secretary, and Treasurer for their term and for one year subsequent to their term.

b. Chapter chairs, one for each chapter with at least 25 members.

c. Chapter representatives: in addition to chapter chairs, each chapter is entitled to the following representation:

50-74 members	1 representative
75-124 members	2 representatives
125-174 members	3 representatives
175-249 members	4 representatives
250-324 members	5 representatives
325-399 members	6 representatives
400-474 members	7 representatives
475-549 members	8 representatives
550-625 members	9 representatives

d. Members not residing within the geographical area of chapters shall elect at-large representatives according to the formula set forth in Sec. 2. c. of this Article.

e. Committee Chairpersons:

1) Political Action (to be elected by the membership)
2) Legislative (to be elected by the membership)
3) Public Relations
4) Political Resources
5) Community Action/Municipal Affairs (to be elected by the membership)
6) Finance
7) Membership (to be elected by the membership)
8) Newsletter
9) National Affairs (to be elected by the membership)

The Political Action, Legislative, Community Action/Municipal Affairs, National Affairs and the Membership Chairpersons shall be elected by the membership in the same manner and subject to the same terms as General Officers. All other Chairperson shall be appointed for a term of one year by the Chair with approval of a majority of the Board, and may be removed in the same manner as General Officers as described in Article Seven, Sec. 2. Any member of IVI-IPO may serve on any committee named in this session, and on any commission or sub-committee of such committee.

f. Three members at large elected by general membership. The express goal is that an attempt shall be made to enable representation of otherwise unrepresented constituencies through these positions. Any at-large Board member may be removed in the same manner as General Officers as described in Article VII Sec. 2.

g. Former IVI-IPO Chairpersons, IVI-IPO Chairperson, or IPO Executive Directors may serve as members of the Board but without voting rights.

h. No person shall seek election for, nor hold office in, more than one position for which this Constitution grants a vote on the Board of Directors.

Sec. 3 Vacancies of seats held by appointed member may be filled by Board from among general membership. Vacancies of seats held by elected members shall be filled by alternates elected at the time and by means for electing Board Members. However, after the conclusion of the first Board meeting of a term, no At Large Alternate Board Member vacancy shall be required to be chosen from such persons as have not been elected At Large Members or Alternates and the Board may fill such vacancies as appointment from the general membership.

Sec. 4 Alternates for at-large delegates, chapter representatives and representatives from unorganized areas shall be elected at the same time as election of delegates. Nominees who do not receive a sufficient number of votes to be elected shall be ranked in accordance with their respective number of votes received and shall be designated accordingly, First Alternate, Second Alternate, etc., not to exceed the total number of delegates elected for each position, except that chapters may decide, by majority vote of the Chapter Board, to allow candidates to run separately for delegate and alternate.

Sec. 5 Regular meetings of the Board of Directors shall be held no less than 10 times per year as the Board of Directors, by resolution or in the By-laws, may direct.

Sec. 6

a. The Board of Directors shall have the right, power and authority to exercise all powers and to do all acts and things not explicitly delegated by this Constitution to other officers, agencies, local chapters, or the membership of the IVI-IPO, including creating commissions and adopting or endorsing polices,

resolutions, proposals, projects, or other matters. In the event of any conflict between an official membership decision and a Board decision, the membership decision shall prevail.

b. All members of the Board of Directors shall be required to participate regularly in fundraising effort on behalf of IVI-IPO including the annual dinner, fund drive and other events. Each Board member shall be responsible for participating in a substantial manner in either membership development, chapter affairs and chapter development or administration of the organization. In addition, each Board member shall be strongly urged to serve on at least one substantive issue committee (i.e. political action, community action, legislative action, or national affairs) and attend at least 1/2 of the meetings of that committee held during this term.

Sec. 7
a. A special meeting of the membership for the purposes of reviewing actions or decisions of the Board of Directors shall be called within 30 days upon petition by 5% of the total membership eligible to vote. Nothing in this section shall be construed to imply a right of any member to use of the membership list to gather signatures for such petition.

Sec. 8 The Board of Directors shall have the power to create commissions for various reasons which shall report directly to the Board.

Sec. 9 Any member of the Board of Directors who shall fail to attend three consecutive regular meetings of the Board for any reason shall be considered to have resigned from membership on the Board of Directors, unless the Board shall explicitly determine otherwise. Any board member who shall have failed to attend at least 50% of the Board meetings held during the period from the fourth Wednesday in July through and including June 30 for the following calendar year shall not be eligible to run for election to the Board or as an officer of IVI-IPO in the following term, provided that this provision shall not apply to a member who shall have had a series of absences due to illness.

Sec. 10 The quorum of the Board shall consist of 40% of its total number, not including the former year's General Officers serving under the provisions of Article Three, Section 2.a.. Wherever the term "Board Meeting" is used in this Constitution, the term shall mean a meeting where a quorum is present.

Sec. 11 Unless expressly provided to the contrary in the Constitution or in Robert's Rules of Order or the By-laws, Board decision shall be by majority vote of the members present and voting at any meeting qualified to do business. All votes shall be by open ballot.

ARTICLE FOUR. OPERATIONS.

Sec. 1 Steering Committee. A steering committee consisting of all general officers, membership, political action, public relations, and finance chairpersons shall meet on a regular basis. Its purpose shall be to review staff operations, oversee administrative functions, and propose matters for Board consideration.

Sec. 2 State Chair. The State Chairperson shall be the Chief Executive Officer of the Organization and shall have overall supervision of all the functions of the Organization.

Sec. 3 Executive Director. The Board of Directors shall hire an Executive Director to be the chief operation officer of the Organization with administrative responsibility for all staff operations.

Sec. 4 Personnel Committee. A Personnel Committee shall be selected and act as provided for in the General By-Laws and Personnel By-Laws.

Sec. 5 Chapter Affairs Committee. The Chapter Chairs, elected in accordance with Article Five shall form a committee and shall choose from among their number a Chairperson to preside at all meetings. The Committee shall meet regularly with the State Chairperson and Executive Director, together with others who may be invited or allowed to attend to discuss matters of mutual concern involving the functions and operations of Local Chapters and to make appropriated recommendations.

Sec. 6 Political Action Committee. The State Political Action Committee shall be composed solely o the State Political Action Chair, the State Chair, the chapter Political Action Chairs, one additional member selected by each chapter, and one member from the unorganized suburbs and one member from unorganized Chicago elected by those members at the same time as they elect members of the IVI-IPO Board.

A Political Action Committee member who has failed to attend three consecutive meetings of the Committee may be replaced.

1) by a vote of the Chapter Board, following two weeks written notice, for chapter representatives;

2) by a vote of the area membership, for representatives of unorganized areas who have failed to respond to written notice from the Political Action Chair

ARTICLE FIVE. ORGANIZATIONAL STRUCTURE.

Sec. 1 Local Chapters of IVI-IPO shall be organized in the following manner:

a. Members within the City of Chicago by ward;
b. Members within Suburban Cook County by township;
c. Members in the remainder of the State of Illinois by county;

Chapter boundaries combining two or more wards, townships or counties may be proposed by chapters or by the Board of Directors. New chapter boundaries must be approved by a majority of those members voting by mail ballot within each affected governmental unit and ratified by the Board of Directors.

Sec. 2 Chapters shall meet at least twice a year and shall elect a Chapter Chair and Steering committee for purposes of conducting the business of the Chapter in accordance with the purposes of IVI-IPO.

Sec. 3 No members may be voting member of more than one local chapter.

Sec. 4 Each local chapter may assemble on the basis of different boundaries (i.e. ward, township, neighborhood, etc.) for purposes of action relation to local candidates or issues. Those eligible to vote at such assemblies shall be those eligible members residing within the said boundaries.

Sec. 5

a. A "fully-organized local chapter" for the purpose of this Constitution, shall be an area whose chapter organization has been approved by the Board of Directors,

b. Has a chapter board consisting of no fewer than five members that meets at least quarterly to act on chapter business and implement the IVI-IPO program.

1) The Chapter Chair, Vice-Chair, Political Action, Legislative Action, Community Action/Municipal Affairs, National Affairs, Finance, and Membership Chairs, and all members of the Board of Directors residing within the chapter boundaries, shall serve on the chapter board.

2) Each chapter may determine its own mechanism to add at-large members to the chapter board.

c. has sufficient members in good standing to entitle it to representation on the IVI-IPO Board of Directors.

Sec. 6 The Board of Directors shall designate new chapters for organization either upon its own motion, or upon petition of a majority of the IVI-IPO members in a proposed new chapter. The Chapter organization for a newly designate chapter shall achieve "fully organized" status by presenting its request to the Board of

Directors for approval and by demonstrating that it fulfills the standard requirements of the preceding section.

Sec. 7 In any partially organized chapter where no chapter board complying with the Sec. 5. b. has been chosen or is currently in office and active, the Board of Directors shall cause to be elected a chapter board or organizing committee as it deems appropriate.

Sec. 8 A quorum of the Local Chapter, or other membership sub-unit of IVI-IPO shall consist of 5% of the membership eligible to vote, or 10 persons whichever is larger, except as otherwise expressly provided by this Constitution. Nothing herein shall prohibit such sub-units from designating a board or steering committee to take action in the name of the sub-unit.

Sec. 9 Chapters, whether fully or partially organized, shall have the following powers:
a. To endorse any policy position, project, or resolution that affects primarily persons and geographic area of the chapter, if it does not conflict with statewide IVI-IPO policy.

b. To recommend other policy positions, projects, and resolutions to the Board of Directors, particularly in reference to impact on members of the chapter.

c. To elect and provide for the election of officers other than a chairperson.

d. To elect persons to fill vacancies in any chapter office.

e. To recall chapter officers and Board representatives on a 2/3 vote upon notice of full hearing.

f. To organize local activity to implement and advance the policies of IVI-IPO.

g. To alter chapter boundaries, except that any boundary change affecting another chapter shall be approved by the other chapters affected and the Board of Directors.

h. To otherwise conduct the affairs of the chapter.

ARTICLE SIX. ELECTION OF THE BOARD.

Sec. 1. A Nominating Committee appointed by the Board of Directors shall attempt to nominate at least two (2) persons for each position on the Board. Notice of such nominees' identities and descriptive information shall be made available to the membership prior to the election. Solicitation of nominations shall be sent to the membership no later than June 1. The Committee shall not reject nominations for any office submitted by any fully paid up member of the Organization. Names of all candidates submitted to the Nominating Committee for the unorganized areas must be placed on the ballot mailed to the membership on July 1.

Sec. 2.

a. All general officers and elected members of the Board of Directors shall be elected by mail referendum.

b. Ballots shall be mailed on July 1 and returned to the designated central collection point no later than 5:00 p.m. July 22, or 5pm the following Monday, if July 22 falls on a Saturday or Sunday.

c. To be eligible to vote, a member must have joined IVI-IPO by May 2 preceding the election.

d. Only those members whose dues are paid up shall receive ballots. Notice of the need to pay dues shall be mailed to members on July 1 and dues must be received by July 15 for members to receive a ballot.

e. The person receiving the largest number of votes for each position shall be elected.

f. The terms of all general officers and elected members of the Board of Directors shall begin at the Board meeting which shall be held on the fourth Wednesday in July, or the fifth Wednesday if July 22 is a Wednesday, and shall end on the corresponding Wednesday the following year. A Chapter Board may submit in writing its reason for not holding elections and apply to the State Board by July 1 for two thirty day extensions.

Sec. 3. Local Chapters

a. Local Chapters shall elect Representatives in accordance with the formula provided by ARTICLE THREE, Sec. 2. c.

b. A nominating committee appointed by the Chapter Chairperson, or if no Chapter Chairperson exists, by the Board of Directors, consisting of members of the Local Chapter, shall attempt to nominate at least two persons for each position to be elected to the Board from said Local Chapter, notice of such nominees and descriptive information shall be made available to the membership prior to the election. The committee shall not reject candidates for the Board.

c. Local Chapters shall elect a Vice-Chairperson (who may hold another chapter office) at the same time and in the same manner as the election of the Chapter Chairperson. The Vice-Chairperson shall represent the Chapter on the Board in the absence or incapacity of the Chairperson.

Sec. 4

a. Whenever a chapter increases its membership to a figure entitling it to additional Board representation, or whenever a vacancy occurs for any reason among the "Elected Members" representing "fully organized" chapters, the vacancy shall be filled by the chapter's highest ranking Alternate. At the request of the Chapter Board or chapter membership, the Board shall cause a special election to be held in the affected chapter to elect an additional Alternate or Alternates who shall then rank below all previously elected Alternates. The procedure shall conform as far as possible to that hereinbefore specified for regular annual elections.

b. Whenever a chapter organization acquires or reacquires "fully organized" status, the Board shall cause an election to be held in the affected chapter to elect a Chapter Board including delegates and alternates to the State Board. The procedure shall conform as far as possible to that hereinbefore specified for regular annual elections.

Sec. 5. Any member eligible to vote in any other election for a position in the IVI-IPO may nominate another member for said position from the floor of the meeting at which such election is scheduled to take place.

Sec. 6.

a. All candidates for the Board of Directors may submit to the current IVI-IPO Secretary on or before June 23, a statement setting forth their qualifications for election to the Board, including biographical information and their plans and proposal s for IVI-IPO for the Board term for which they are seeking election.

b. The maximum length of candidate statements shall be as follows: State Chair-500 words; Administrative Vice-Chair and Committee Chairs-300 words; Secretary, Treasurer, Chapter Chairs, Chapter Delegates and At-large Delegates-200 words.

c. Statements shall be mailed with the ballots for these offices to the membership pursuant to the election schedule provisions of Article VI, Section 2. No other materials whatsoever shall be sent to the membership with the ballots other than these candidate statements and return envelopes for the members to use in returning their ballots.

ARTICLE SEVEN. GENERAL OFFICERS.

Sec. 1. The General Officers of IVI-IPO shall be the Chairperson, Administrative Vice-Chair, Program Vice-Chair, Secretary, and Treasurer.

Sec. 2. All officers shall hold office for a term of one year and until their successors shall have been elected and confirmed. Any officer may be removed only for failure to carry out his or her duties, as set forth in this Constitution and By-Laws of IVI-IPO, at any time by an affirmative vote of 2/3 of all members of the Board of Directors, or a 2/3 vote of a membership assembly, after due notice and hearing which last shall precede by at least seven days the meeting at which the vote for removal shall take place.

Sec. 3. The Chairperson shall be the chief executive officer of the IVI-IPO, shall preside at all meetings of the board of Directors and at all general membership meetings and shall otherwise perform the usual duties of a chairperson and such other duties as may be prescribed from time to time by the Board of Directors. The Chairperson shall be an ex-officio member of all committees appointed, provided that service on such committees shall be at the Chairperson's discretion. In the absence or incapacity of the Chairperson, the duties of the office shall be performed by the Administrative Vice-Chairperson. Any vacancy thereafter shall be filled by the Board of Directors.

Sec. 4. The duties of the Secretary will be to oversee the Organization's records, minutes, and files. The duties of the Treasurer shall be to prepare the annual operating budget and to report to the Board monthly on the state of the Organization's finances. The duties of the Administrative Vice-Chair shall include developing new chapters and working with chapter officers to implement IVI-IPO policy at the chapter level. The duties of the Program Vice-Chair shall be to develop programs, coordinate public issues forums and implement action proposals adopted by the Board of Directors.

Sec. 5. The Board of Directors is empowered to employ an executive officer and such other employees as may be necessary. Such executive officer shall have such administrative functions as may be delegated by the Board of Directors, and shall assist in effectuating the programs and policies adopted by the Board of Directors.

ARTICLE EIGHT. ETHICS.

Sec. 1. No candidate for any paid public office may be a candidate for or hold a position as an Officer or Board Member of IVI-IPO. Any Officer or Board Member of IVI-IPO who becomes a candidate for any paid public office shall be deemed to have automatically resigned from any and all positions held as an Officer or Board Member of IVI-IPO.

Sec. 2. No candidate for any elected party office above the precinct level (other than convention delegate or alternate delegate, or presidential elector) may be a candidate for or hold a position as an Officer or Board Member of IVI-IPO. Any Officer or Board Member of IVI-IPO who becomes a candidate for such party office shall be deemed to have automatically resigned from any and all positions held as an Officer or Board Member of IVI-IPO.

Sec. 3. For purposes of Sections 1 and 2, a person shall be deemed to have become a candidate upon making a declaration of candidacy.

Sec. 4. All IVI-IPO Officers who are members of the Steering Committee are prohibited from soliciting or receiving any direct or indirect personal financial benefit from any campaign or candidate. Any member of the Steering Committee who violates this provision shall be deemed to have automatically resigned from his or her position as an Office and member of the Steering Committee.

Sec. 5. All Board Members of IVI-IPO shall disclose an economic interest in any campaign or candidate in an appropriate manner at or before the first Board meeting attended following the acquisition of such interest, and at Board meetings shall refrain from debating or voting on the endorsement of any candidate

in whose campaign the Board Member has any economic interest. An Board Member who violates this provision shall be deemed to have automatically resigned from the Board.

Sec. 6. The provisions of Sections 4 and 4 shall not be construed to apply to any persona who has a purely voluntary position in a campaign, contributes to a campaign or receives reimbursement (without fee or mark-up) for out-of-pocket expenses from a campaign. The provision of Sections 4 and 5 also shall not be construed to prohibit a Board Member who has an economic interest in a campaign or candidate from participating as an IVI-IPO member in endorsement interview sessions, other than as chair, provided such Board Members economic interest has been previously disclosed.

Sec. 7. It is contemplated that Officers and Board Members who automatically resign from their positions pursuant to this Article will acknowledge and disclose their change in status immediately upon the change and in an appropriate manner. However, any Officer or Board Member may challenge the credentials of any other Officer or Board Member based on this Article, in which case seven days' mail notice of the challenge shall be given to the challenged individual as well as al other Officers and Board Members prior to the Board meeting at which the challenge will be presented, and the Board shall decide the challenge by majority vote of those present and voting.

Sec. 8. No person shall chair an endorsement interview session for a race in which that person has a declared position or an economic interest.

Sec. 9. The provisions of this Article are not intended to detail each and every circumstance in which an Officer or Board Member should make disclosures, refrain from debating or voting, or resign because of conflict of interest.

ARTICLE NINE. ENDORSEMENTS.

Sec. 1. US Presidential, Statewide, Cook Countywide and Chicago Citywide Elections:

a. Prior to primary and general US presidential, statewide, Cook Countywide and Chicago Citywide elections, an endorsement meeting will be held if such meeting is requested by a candidate or by an IVI-IPO member living within the applicable area or by the Political Action Chairperson.

b. If more than 15% of the eligible membership residing within the election area, and a minimum of 100 members, are in attendance at an endorsement meeting, any decision by a 2/3 favorable vote shall be final and not subject to a review by the Board of Directors. The 15% and 100 member eligibility requirement shall be determined by the number of IVI-IPO members eligible to vote in the endorsement session who sign in for the session, regardless of whether they are actually present to vote on the motions.

c. If the requisite membership is not present, No Membership Endorsement or Membership Decision for No Action shall be given; under such circumstances, if more than 1/2 of those eligible members present and voting vote to endorse a candidate or to take No Action, such action will be considered a candidate interview and advisory in nature to the Board.

d. Where the requirements in (b.) have not been met, the Board of Directors may make its decision by a majority vote of those voting.

Sec. 2. All Other Elections:

a. Prior to primary and general elections for offices other than US President which are not held on a statewide, Cook Countywide or Chicago Citywide basis, an endorsement meeting will be held if such meeting is requested by a candidate or by an IVI-IPO member living within the applicable area or by determination of the Political Action Committee.

b. If more than 15% of that area's membership eligible to vote and a minimum of 15 members, are in attendance at an endorsement meeting, any decision by a 3/5 favorable vote shall be final and not subject to

a review by the Board of Directors. The 15% and 15 member eligibility requirement shall be determined by the number of IVI-IPO members eligible to vote in the endorsement session who sign in for the session, regardless of whether they are actually present to vote on the motions.

c. If the requisite membership is not present, No Membership Endorsement or Membership Decision for No Action shall be given; under such circumstances, if more than 1/2 of those eligible members present and voting vote to endorse a candidate or to take No Action, such action will be considered a candidate interview and advisory in nature to the Board.

d. Where the requirements in (b) have not been met: (i) the Board may by majority vote accept the report of an interviewing committee described above and such acceptance shall be designated a "Board Endorsement," or a "Board decision for No Action." (ii) the Board may by majority vote refer the decision back to the assembly or interviewing committee; or (iii) if less than ten members and less than 25% of the eligible membership were present, the Board by majority vote may make any decision and such decision shall be designated either a "Board Endorsement" or a "Board Decision for No Action," respectively, if the Board decides to endorse (a) particular candidate(s) or no candidate.

e. If fewer than 5 in-district members are in attendance at an endorsement interview, the Political Action Chair may appoint non-District members to serve on the endorsement interview committee for that race. Such a committee may make neither a Membership Endorsement nor a Membership Decision for No Action; its report may be either accepted, referred back to committee, or changed by a majority vote of the Board.

Sec. 3. Judicial Endorsements

a. All endorsement sessions for the Illinois Supreme Court and the Illinois Appellate Court shall be conducted in the same manner and on the same schedule as endorsement sessions for national, state, county and city-wide elections as provided in Section 1 of this article.

b. The Board of Directors shall appoint a Judicial Review Committee to establish procedures, subject to Board approval, for endorsements for circuit court vacancies and retention, unless a chapter chooses to conduct membership interviews in a subcircuit wholly or partially within the chapter boundaries.

c. The IVI-IPO Board of Directors shall make no endorsement for any judicial race, whether for the Supreme, Appellate or Circuit Court, without first obtaining evaluations of all judicial candidates running in a particular race which have been prepared by as many of the Chicago Bar Association, the Chicago Council of Lawyers, the Cook County Bar Association, the Women's Bar Association and all other ethnic and minority bar associations whose evaluations are ascertainable, provided that the board may proceed to a vote on any judicial race for which it does not have all or even any evaluations from the requisite bar associations if there are sixty days or less between the date of the board vote and the requisite primary or general election.

ARTICLE 10. OPEN MEETINGS

Sec. 1
a. All meetings of IVI-IPO, except as otherwise provided in this article shall be open to the public, provided that discussion at such meetings may be limited to the membership, when appropriate.
b. Meetings of the Personnel Committee shall be closed to the public and to any person not specifically invited by the committee.
c. Meetings pertaining to the evaluation of candidates for Circuit Court, including any portion of a Board of Directors meeting during which endorsements of Circuit Court judges are being considered, are closed to candidates for any Circuit Court vacancy, their campaign employees and officers, and their spouses or relatives up to the second degree. This provision does not apply to IVI-IPO members attending membership endorsement sessions for the subcircuit in which they reside.

Sec. 2 Board of Directors and committee meetings of IVI-IPO where actual or potential litigation by or against IVI-IPO is discussed shall be closed to the public. Furthermore, the Board of Directors or the applicable committee may require that any member, irrespective of whether that member is on the Board of Directors or a member of the committee, who is taking or threatening to take a position, as a party, adverse to IVI-IPO in any actual or potential litigation in which IVI-IPO is or may become a party, may be barred from any Board of Directors or committee meeting for the duration of the discussion of that litigation, after such member has been granted the floor to explain her/his position. The Board of Directors or the applicable committee may limit the time allowed for such explanation.

ARTICLE ELEVEN. NOTICE.

Sec.1. "Due Notice" as used in the Constitution and By-Laws, is satisfied by either the placing of such notice in the U.S. mail with proper First Class postage, or emailing such notice no less than seven calendar days prior to the meeting or event in question.

ARTICLE TWELVE. MISCELLANEOUS.

Sec. 1. Notwithstanding any provision of the Constitution which may be to the contrary, the Board of Directors has the sole and final authority in all matters concerning the interpretation of the IVI-IPO Constitution and the IVI-IPO Bylaws.

Sec. 2. Robert's Rules of Order shall govern procedure in all instances not governed by this Constitution, by the By-Laws, or other regulations of the Board of Directors or local chapters.

ARTICLE THIRTEEN. AMENDMENT OF THE CONSTITUTION.

Sec. 1. Amendment of the Constitution shall be by a majority vote of the membership in a mail referendum. Only those members whose dues are paid up shall receive ballots.

Sec. 2. An amendment may be proposed by a petition signed by not fewer than 50 members of the Organization or may be proposed by a resolution of the Board of Directors.

Sec. 3. The Steering Committee may adopt procedures not inconsistent with the Constitution for the implementation of this provision.

Sec. 4. Upon adoption by the membership, an amendment to the Constitution shall take immediate effect, rendering null and void any parts of the then existent Constitution with which it is inconsistent or in conflict, provided that where other provisions may be reconciled with such provision they shall continue in effect.

ARTICLE FOURTEEN. BY-LAWS.

Sec. 1. The By-Laws of IVI-IPO shall not be inconsistent with the Constitution, and furthermore shall not otherwise seek to alter, reduce, expand, or otherwise affect in substance or through procedure the rights and duties as provided in the Constitution, and to the extent they do so, they shall be null and void.

Sec. 2. The By-Laws of IVI-IPO shall be made, amended, or repealed by a majority of those present and voting at a meeting of the Board of Directors at which a quorum is present, provided that no By-Laws may conflict with any provision of this Constitution, and provided further that due notice to all Board members shall precede any vote on such amendment.

ARTICLE FIFTEEN. [Deleted]